

# Monsanto

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Monsanto Chemical Company  
800 N. Lindbergh Boulevard  
St. Louis, Missouri 63167  
Phone: (314) 694-1000

September 23, 1986

Mr. Robert Dickey,  
Senior Vice President  
Pacific Car and Foundry Company  
P. O. Box 1518  
Bellevue, WA 98009

Dear Mr. Dickey:

Monsanto Company, with general offices at 800 North Lindbergh Boulevard, St. Louis, Missouri 63167 ("Monsanto"), and Rhone-Poulenc, Inc., with general offices at Monmouth Junction, New Jersey 08852 ("Rhone-Poulenc"), have signed an agreement in principle relating to the sale by Monsanto to Rhone-Poulenc of Monsanto's vanillin business which includes its Seattle, Washington, Plant.

The closing of this sale is expected to become effective on or about October 1, 1986. As part of this sale, Monsanto intends to assign and transfer to Rhone-Poulenc, effective as of its closing, all of its right, title and interest, accruing on and after such closing, in and to the following contract between Monsanto and you (the "Contract"):

- o Agreement Relating to Joint Sewer Line dated 7/29/66

Monsanto requests that you consent to the assignment of the Contract to Rhone-Poulenc under the following terms and conditions:

1. The assignment of the Contract and your consent thereto will become effective only if Monsanto consummates the sale of the vanillin business to Rhone-Poulenc and, in such event, such assignment and your consent shall become effective upon the closing of said sale.
2. In the event of such assignment, Rhone-Poulenc agrees to observe, keep and perform all of Monsanto's covenants and obligations under the Contract accruing on and after the closing of said sale.

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Return to Office  
of the Secretary

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Page 2  
September 23, 1986  
R. Dickey  
Pacific Car and Foundry Company

Please indicate your consent by signing and returning two copies of this letter to Monsanto at the above address by no later than September 24, 1986. Thank you for your cooperation in this matter.

Very truly yours,

MONSANTO COMPANY

By

Title

John J. Sellen  
Dir. Commercial

RHONE-POULENC, INC.

By

Title

J. P. Kelly Jr.  
VP, GM Organic Chemicals

Pacific Car and Foundry Company hereby consents to the assignment of the Contract by Monsanto to Rhone-Poulenc conditioned upon and effective as of the closing of the sale by Monsanto of its vanillin business to Rhone Poulenc.

(PACIFIC CAR AND FOUNDRY COMPANY)  
PACCAR Inc (as successor by  
merger to Pacific Car and  
Foundry Company)

By

Title

Robert L. Dickey  
Senior Vice President

Date October , 1986

RER:ssm

ASSIGN14